

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently.

1. Name and address of registrant Carlington Sales Canada Corporation 1260 Crescent #201 Montreal, Quebec, Canada H3G 2A9	2. Registration No. 5347
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3. Name of foreign principal Government of the Republic of Armenia	4. Principal address of foreign principal Ministry of Finance 1 Melik-Adamyant St. Yerevan 375010 Armenia
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5. Indicate whether your foreign principal is one of the following:

- Foreign government
- Foreign political party
- Foreign or domestic organization: If either, check one of the following:
 - Partnership
 - Corporation
 - Association
 - Committee
 - Voluntary group
 - Other (specify) _____
- Individual-State nationality _____

6. If the foreign principal is a foreign government, state:

- a) Branch or agency represented by the registrant. Ministry of Finance
- b) Name and title of official with whom registrant deals. H.E. Levon V. Barkhudaryan, Minister of Finance

7. If the foreign principal is a foreign political party, state:

- a) Principal address. N/A
- b) Name and title of official with whom registrant deals.
- c) Principal aim

8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

N/A

b) Is this foreign principal

Supervised by a foreign government, foreign political party, or other foreign principal Yes No

Owned by a foreign government, foreign political party, or other foreign principal Yes No

Directed by a foreign government, foreign political party, or other foreign principal Yes No

Controlled by a foreign government, foreign political party, or other foreign principal Yes No

Financed by a foreign government, foreign political party, or other foreign principal Yes No

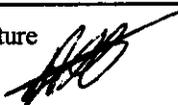
Subsidized in part by a foreign government, foreign political party, or other foreign principal Yes No

9. Explain fully all items answered "Yes" in Item 8(b). *(If additional space is needed, a full insert page must be used.)*

N/A

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

N/A

Date of Exhibit A December 7, 1999	Name and Title Alexandre Legault, Vice-President	Signature 
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INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and maintained by or on behalf of the registrant.

Public Reporting Burden. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all persons registered under the Act and the foreign principals they represent. This report is available to the public. Finally, the Attorney General intends, at the earliest practicable opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

1. Name of Registrant Ottawa Sales Canada Corporation	2. Registration No. 53,47
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3. Name of Foreign Principal Government of the Republic of Armenia

Check Appropriate Boxes:

4. The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.

5. There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.

6. The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

See Insert Page 1.

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

See Insert Page 1.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes No

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

See Insert Pages 1-2.

Date of Exhibit B December 7, 1999	Name and Title Alexandre Legault, Vice-President	Signature 
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Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political interests, policies, or relations of a government of a foreign country or a foreign political party.

Exhibit B to Registration Statement of Carlington Sales Canada Corporation

Insert Page 1:

7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Upon consultation with appropriate officials of the Government of the Commonwealth of Dominica (hereinafter "GCD"), registrant will propose methods of communicating with appropriate U.S. and/or Canadian executive and legislative officials to achieve desired assistance, particularly with respect to the economic development of the GCD. Registrant will arrange and participate in meetings as advisable and will accompany and advise representatives of GCD at such meetings as it is appropriate for such representatives to attend.

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

It is expected that the lobbying activities will be restricted to arranging for, and meeting with, representatives of various executive and legislative departments, including in particular, Agriculture, Treasury, and State, with and without representatives of the foreign principal, as the circumstances might dictate. It is possible, however, that similar meetings with Members of Congress might also be arranged.

9. Describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

It is contemplated that registrant will be attempting, on behalf of the GCD, to encourage the U.S. and/or Canadian governments, as well as various international financial institutions, to make development and other grants and/or loans to the GCD. Some of these latter attempts may not involve the U.S. at all, but may involve the United Nations and related international financial institutions. To the extent necessary, the efforts with respect to U.S. and/or Canadian aid may also encompass relations with members of the legislative branch, whenever departmental approvals of assistance to the GCD may require congressional approval as well. Virtually all of this assistance will be through meetings and the presentation of materials and information on behalf of the foreign principal.

Attachment to Exhibit B to Registration Statement of Carlington
Sales Canada Corporation

Contract Between
Carlington Sales Canada Corporation
and
Government of the Republic of Armenia

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Dated November 5, 1999

NOTE: Certain consultants named and described on page 2 of the
following contract have been redacted. These individuals will not
be involved in any work for registrant that might in any way
relate to the United States or to registration under FARA, and
their identities as consultants to the registrant are of
proprietary value to the registrant.

CONFIDENTIAL

[REDACTED]

- MR. HERBERT FRASER, A CANADIAN CITIZEN AND SENIOR ASSOCIATE. MR. FRASER RECENTLY RETIRED FROM THE CANADIAN FOREIGN SERVICE . PREVIOUS ASSIGNMENTS HAVE INCLUDED CANADIAN EMBASSIES ABROAD AND AN ASSIGNMENT IN WASHINGTON D.C AS COUNSELOR (PUBLIC AFFAIRS).

[REDACTED]

- AMBASSADOR WILLIAM MONTGOMERY, A CANADIAN CITIZEN AND RETIRED MEMBER OF THE CANADIAN FOREIGN SERVICE. AMBASSADOR MONTGOMERY IS THE FORMER DIRECTOR GENERAL OF THE COMMONWEALTH FUND FOR TECHNICAL COOPERATION AND A SENIOR OFFICIAL WITH THE UNITED NATIONS CONFERENCE ON TRADE AND DEVELOPMENT.

[REDACTED]

3. THE SERVICES NOTED ABOVE SHALL BE CONDUCTED BY US ONLY IF AND TO THE EXTENT ALLOWED BY LAW AND IN PARTICULAR, BUT WITHOUT LIMITATION, ONLY TO THE EXTENT THAT ALL ACTIVITIES CONDUCTED BY US CAN BE, AND ARE, IN COMPLIANCE WITH ANY AND ALL LAWS AND REGULATIONS RELATING TO LOBBYING ON BEHALF OF A FOREIGN GOVERNMENT, INCLUDING REGISTRATION AND DISCLOSURE.

4. FOR OUR SERVICES AS AFORESAID, US \$ 350,000.00 IS DUE (AS PER THE ATTACHMENT) VIA SWIFT WIRE TRANSFER TO THE ACCOUNT OF CARLINGTON SALES COMPANY.

5. ANY EXTRAORDINARY OUT OF POCKET DISBURSEMENTS SHALL BE AGREED UPON PRIOR TO DISBURSEMENT.

6. WE WILL KEEP YOU FULLY ADVISED OF ALL OUR EFFORTS ON YOUR BEHALF, AND WILL FURNISH YOU A COPY OF ALL RELEVANT PUBLICATIONS AND PUBLICITY.

7. WE SHALL DEVELOP A SERIES OF GUIDELINES WITHIN WHICH WE SHALL HAVE THE DISCRETION TO ACT ON YOUR BEHALF, SUBJECT ALWAYS TO YOUR SPECIFIC INSTRUCTIONS.

8. WE SHALL EXPERT REASONABLE EFFORTS TO SECURE FAVORABLE RESULTS YOU ARE AWARE, HOWEVER, THAT IT IS NOT POSSIBLE IN THESE FIELDS TO GUARANTEE ANY PARTICULAR RESULTS. IN ORDER TO ENABLE US TO SERVE YOUR INTERESTS EFFECTIVELY, CONSIDERING THE FOREGOING, YOU AGREE TO

Handwritten signature and date:
 5 NOV 1999

Page 3 of 3

COOPERATE WITH US FULLY IN FURNISHING US WITH NECESSARY INFORMATION
AS PROMPTLY AS POSSIBLE.

THE TERM OF THIS AGREEMENT SHALL BE FOR ONE YEAR FROM THE SIGNING
OF THIS LETTER OF AGREEMENT.

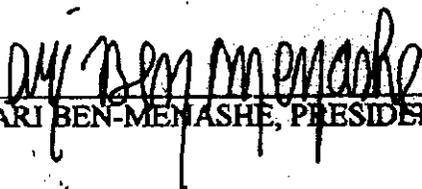
THIS LETTER OF AGREEMENT SETS FORTH OUR ENTIRE UNDERSTANDING.

IF THE FOREGOING CORRECTLY SETS FORTH OUR UNDERSTANDING, PLEASE SO
INDICATE BELOW. THIS LETTER WILL THEN CONSTITUTE A BINDING AGREEMENT
BETWEEN CARLINGTON SALES COMPANY AND THE GOVERNMENT OF REPUBLIC
OF ARMENIA.

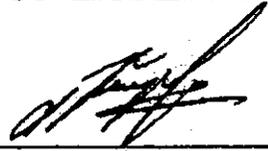
YOURS SINCERELY,

DATED THIS 5TH DAY OF NOVEMBER 1999, IN YEREVAN, ARMENIA.

FOR CARLINGTON SALES COMPANY (CANADA)


ARI BEN-MENASHE, PRESIDENT.

FOR THE GOVERNMENT OF ARMENIA


H.E THE MINISTER OF FINANCE
LEVON V. BARKHUDARYAN



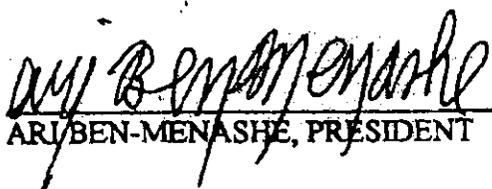
1260 Crescent
Suite 201
Montreal, Quebec H3G 2A9
Canada
Tel: (514) 861-4166
Fax: (514) 861-7088 / 954-2029
E-mail: inv@arobas.net

Carlington Sales Company

**ATTACHMENT TO THE FINANCIAL CONSULTANCY AGREEMENT
DATED 05 NOVEMBER 1999 BETWEEN THE GOVERNMENT OF THE REPUBLIC OF
ARMENIA AND CARLINGTON SALES COMPANY (CANADA)**

TERMS AND CONDITIONS OF IMPLEMENTATION FOR THIS AGREEMENT SHALL BE REGULATED IN FURTHER FRIENDLY DISCUSSIONS AND AGREEMENTS BETWEEN THE PRESIDENT OF CARLINGTON SALES COMPANY AND/OR OTHER AUTHORIZED REPRESENTATIVES OF THE COMPANY AND THE RELEVANT AUTHORIZED REPRESENTATIVES OF THE GOVERNMENT OF ARMENIA.

FOR CARLINGTON SALES COMPANY



ARI BEN-MENASHE, PRESIDENT

FOR THE GOVERNMENT OF ARMENIA



H.E. LEVON V. BARKHUDARYAN
MINISTER OF FINANCE

Exhibit B to Registration Statement of Carlington Sales Canada Corporation

Insert Page 1:

7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

With respect to lobbying: Upon consultation with appropriate officials of the Government of the Republic of Armenia (hereinafter "GOA"), registrant will propose methods of communicating with appropriate U.S., Canadian, and/or European executive and legislative officials to achieve desired assistance, particularly with respect to agriculture and mining. Registrant will arrange and participate in meetings as advisable and will accompany and advise representatives of GOA at such meetings as it is appropriate for such representatives to attend.

With respect to public relations: Upon consultation with appropriate GOA officials, registrant will, to the extent desired by GOA, assist in the establishment of an information office and the preparation of periodical press releases and informational material. As these activities have not begun, the precise nature of the operations is unknown. As and when such activities begin, registrant will provide supplemental information.

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

It is expected that the lobbying activities will be restricted to arranging for, and meeting with, representatives of various executive departments, including in particular, Agriculture, Treasury, and State, with and without representatives of the foreign principal, as the circumstances might dictate. It is possible, however, that similar meetings with Members of Congress might also be arranged.

With respect to public relations activities, these have not yet commenced, but are expected to encompass traditional information office activities, including the preparation and dissemination of press releases and informational packets, on a regular basis and also in connection with relevant current events. This material may be directed to the media or to government representatives, or to both. It is possible, though it is not contemplated at this time, that some of these activities will be directed at the general public.

9. Describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this

purpose.

It is contemplated that registrant will be attempting, on behalf of the GOA, to secure the best possible prices with respect to food aid, including the possibility of subsidized sales of grain and other foodstuffs to the country. Registrant will also be advising the GOA on the potential privatization of its mining industry. It is also contemplated that registrant will be attempting to encourage various international financial institutions to make development and other loans to the GOA. Some of these latter attempts may not involve the U.S. at all, but may involve the United Nations and related international financial institutions. To the extent necessary, the efforts with respect to U.S. aid may also encompass relations with members of the legislative branch, whenever departmental approvals of assistance to the GOA may require congressional approval as well. Virtually all of this assistance will be through meetings and the presentation of materials and information on behalf of the foreign principal.